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安徽海螺水泥股份有限公司

ANHUI CONCH CEMENT COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00914)

Resignation of Executive Director, Nomination of Candidate for Executive Director, Change of Joint Company Secretary and Authorised Representative; and Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules

This announcement is made pursuant to Rules 13.51(2) and 13.51(5) of the Listing Rules.

The Board announces that with effect from 19 June 2024:

- (1) Mr. Zhou Xiaochuan resigned from the positions as an executive Director, a Joint Company Secretary, an Authorised Representative and a member of the ESG Committee; and
- (2) Mr. Yu Shui was appointed as a Joint Company Secretary, an Authorised Representative and a member of the ESG Committee.

The Board further announces that upon the recommendation of the Remuneration and Nomination Committee, the Board nominated Mr. Yu Shui as a candidate for executive Director and will submit the proposal to the Shareholders for consideration and approval at an extraordinary general meeting of the Company to be convened.

This announcement is made pursuant to Rules 13.51(2) and 13.51(5) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

In accordance with the applicable laws and regulations of the People's Republic of China (“**PRC**”), Anhui Conch Cement Company Limited (“**Company**”, together with its subsidiaries as the “**Group**”) will publish an announcement in the designated newspapers circulating in the PRC on 20 June 2024 regarding the resignation of an executive director (“**Director**”), nomination of candidate for executive Director and change of joint company secretary (“**Joint Company Secretary**”) of the Company.

Resignation of executive Director, Joint Company Secretary, Authorised Representative and member of the ESG Committee

Due to the pursuit of his own work commitments and other business engagements, Mr. Zhou Xiaochuan (“**Mr. Zhou**”) tendered a written resignation report to the board (“**Board**”) of Directors on 19 June 2024, applying for resignation from his positions as an executive Director, a Joint Company Secretary, an authorised representative (“**Authorised Representative**”) of the Company under Rule 3.05 of the Listing Rules, and a member of the Environmental, Social and Governance Management Committee (“**ESG Committee**”) of the Board. According to the relevant requirements of the Company Law (“**Company Law**”) of the PRC, Mr. Zhou’s resignation became effective from the date of delivery of his resignation report to the Board, i.e. 19 June 2024. Upon his resignation, Mr. Zhou will no longer hold any positions and take up any role in the Group.

According to Article 98 of the articles of association (“**Articles of Association**”) of the Company, the Board shall consist of eight Directors. Upon the resignation of Mr. Zhou, the number of Board members shall be seven, accordingly, following the resignation of Mr. Zhou, the Company fails to comply with the aforesaid provision set out in Article 98. However, his resignation has not resulted in the number of the Board members falling below the statutory quorum in accordance with the Company Law and will not affect the operation of the Board in compliance with the applicable rules and regulations.

Mr. Zhou and the Board have confirmed that Mr. Zhou has no disagreement with the Board and that Mr. Zhou and the Board are not aware of other matters in connection with Mr. Zhou’s resignation that need to be brought to the attention of the shareholders of the Company (“**Shareholders**”) and the Stock Exchange.

The Board would like to extend its sincere gratitude to Mr. Zhou for his contribution to the Group during his tenure with the Company.

Resolutions passed by the Board regarding nomination of candidate for executive Director and change of Joint Company Secretary, Authorised Representative and member of ESG Committee

On 19 June 2024, the Board held a meeting (“**Meeting**”) by means of telecommunication. The Board comprised seven Directors, and all of them attended the Meeting. The Meeting was chaired by Mr. Yang Jun, the chairman of the Company. The convention of the Meeting was in compliance with the requirements of the Company Law and the Articles of Association. The proceedings of the Meeting and the resolutions passed thereat are legal and valid. The voting results of each of the resolutions considered at the Meeting are as follows: the total valid voting count was 7, and 7 votes were cast in favour of each resolution, representing 100% of the number of valid votes. No vote was cast against any resolutions and no Director abstained from voting. The following resolutions were considered and passed at the Meeting:

1. Resolution regarding the nomination of Mr. Yu Shui (“Mr. Yu”) as a candidate for executive Director of the ninth session of the Board was considered and approved

In light of Mr. Zhou’s resignation as an executive Director, upon the recommendation of the remuneration and nomination committee of the Board (“**Remuneration and Nomination Committee**”), the Board nominated Mr. Yu as a candidate for executive Director of the ninth session of the Board, and will submit the above resolution to the Shareholders for consideration and approval

at an extraordinary general meeting of the Company to be convened. If so approved, the term of office of Mr. Yu as an executive Director will become effective from the date of approval by the Shareholders at the extraordinary general meeting of the Company until the expiry of the term of office of the ninth session of the Board (which is expected to be on 30 May 2025).

In accordance with the relevant provisions of the Articles of Association, Mr. Yu is entitled to be re-elected and re-appointed at annual general meetings of the Company to serve consecutive terms (please refer to the appendix to this announcement for the biographical details of Mr. Yu).

A circular containing details of the proposed appointment of Mr. Yu as an executive Director to be considered and approved by Shareholders at the extraordinary general meeting of the Company, together with a notice convening the said general meeting will be published (and despatched to the Shareholders, as the case may be) in due course.

2. Resolution regarding the appointment of Mr. Yu as a Joint Company Secretary, an Authorised Representative and a member of the ESG Committee was considered and approved

In light of Mr. Zhou's resignation as a Joint Company Secretary, an Authorised Representative and a member of the ESG Committee, upon the recommendation of the Remuneration and Nomination Committee, the Board has agreed to appoint Mr. Yu to serve as a Joint Company Secretary, an Authorised Representative and a member of the ESG Committee, all with effect from 19 June 2024.

Mr. Yu will act together with Mr. Chiu Pak Yue, Leo ("**Mr. Chiu**"), a current joint company secretary of the Company, as the joint company secretaries (please refer to the appendix to this announcement for the biographical details of Mr. Chiu).

Waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules

Pursuant to Rule 8.17 of the Listing Rules, the issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, the issuer must appoint as its company secretary an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

As at the date of this announcement, Mr. Yu does not possess the academic or professional qualifications that the Stock Exchange considers to be acceptable as set out under Note 1 to Rule 3.28 of the Listing Rules. However, the Company and the Board are of the view that Mr. Yu is capable of discharging the functions of a company secretary by virtue of his qualifications and relevant experience with the Group, as set out in the appendix to this announcement.

In this regard, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver ("**Waiver**") from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Yu as a Joint Company Secretary for a period of three years from the effective date of his appointment (i.e. 19 June 2024) ("**Waiver Period**") on the conditions that (a) Mr. Yu must be assisted by Mr. Chiu during the Waiver Period; and (b) the

Waiver can be revoked if there are material breaches of the Listing Rules by the Company. Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Mr. Yu, having had the benefit of Mr. Chiu's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules, such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

By Order of the Board
Anhui Conch Cement Company Limited
Yu Shui
Joint Company Secretary

Wuhu City, Anhui Province, the PRC
19 June 2024

As at the date of this announcement, the Board comprises (i) Mr. Yang Jun, Mr. Wang Jianchao, Mr. Li Qunfeng and Mr. Wu Tiejun as executive Directors; (ii) Mr. Qu Wenzhou, Ms. Ho Shuk Yee, Samantha and Ms. Zhang Yunyan as independent non-executive Directors.

Appendix:

Mr. Yu Shui (虞水先生), born in October 1976, is currently a deputy general manager (副總經理) of the Company, a Joint Company Secretary and a member of the ESG Committee. Mr. Yu obtained a bachelor's degree in economics (經濟學) from Anhui University (安徽大學), the PRC, in July 1997. He also obtained the qualification as an assistant economist (助理經濟師).

Mr. Yu joined the Group in July 1997. Mr. Yu had held various positions including: a Joint Company Secretary during August 2018 to September 2021 and the following positions with the Company: deputy director (副主任) of the control room of the sales department (銷售部調度室); assistant to department head (部長助理), deputy department head (副部長) and executive deputy department head (常務副部長) and department head (部長) of the sales department (銷售部); assistant to general manager (總經理助理) and secretary to the board of directors (董事會秘書) of the Company. Mr. Yu also held the following positions with various subsidiaries of the Company: executive deputy general manager (常務副總經理) of each of Bengbu Conch Cement Co., Ltd. (蚌埠海螺水泥有限責任公司), Huainan Conch Cement Co., Ltd. (淮南海螺水泥有限責任公司) and Anhui Changfeng Conch Cement Co., Ltd. (安徽長豐海螺水泥有限公司); and general manager (總經理) of PT Conch South Kalimantan Cement (印尼南加里曼丹海螺水泥有限公司). Mr. Yu currently holds the following positions with various subsidiaries of the Company: chairman (董事長) of each of Wuhu South Cement Co., Ltd (蕪湖南方水泥有限公司), Anhui Haihui Supply Chain Technology Co., Ltd. (安徽海慧供應鏈科技有限公司), Shanghai Conch Logistic Co., Ltd. (上海海螺物流有限公司) and Tianjin Haihui Supply Chain Technology Co., Ltd. (天津海慧供應鏈科技有限公司); chairman (董事長) and general manager (總經理) of Wuxi Conch Cement Sales Co., Ltd. (無錫海螺水泥銷售有限公司), director (董事) and general manager (總經理) of Anhui Haizhong Investment Co., Ltd. (安徽海中投資有限公司), and a director of Conch International Holdings (HK) Limited (海螺國際控股(香港)有限公司). Mr. Yu is also currently the chairman (董事長) of Wuhu Conch Trading Co., Ltd (蕪湖海螺貿易有限公司), a wholly-owned subsidiary of Anhui Conch Holdings Company Limited, a controlling shareholder of the Company.

Mr. Yu possesses in-depth knowledge of the Group's business affairs, as well as exposure to the managerial and administrative areas including company secretarial, corporate governance, capital markets, marketing and regulatory and legal compliance matters.

As at the date of this announcement, save as disclosed above, Mr. Yu did not: (1) hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the date of this announcement; (2) hold any other position in the Group or had other major appointments and professional qualifications; (3) have any relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries; and (4) hold any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company shall sign a written appointment letter with Mr. Yu confirming his appointment as an executive Director, if the appointment is so approved by Shareholders. Mr. Yu will not receive additional remuneration for serving as an executive Director during his term of office. He will receive remuneration for his roles as a deputy general manager and secretary to the board of directors of the Company, whose annual remuneration will be determined after reference being made by the Remuneration and Nomination Committee regarding the prevailing remuneration level of senior management members of comparable companies in the PRC, the complexity and level of his responsibility, and the results of assessment on his job performance, which will be disclosed in the annual report of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in relation to the proposed appointment of Mr. Yu as an executive Director.

Mr. Chiu Pak Yue, Leo (趙不渝先生), is a Hong Kong practicing solicitor. He graduated from the University of Hong Kong. He is a partner of Chiu & Partners, Solicitors. Mr. Chiu has handled a variety of financial and commercial legal matters in Hong Kong and for multinational companies, including listing, merger and acquisition, private issuance and corporate restructuring.